UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D



03039498

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

B Number:	3235-0076
ires:	May 31, 2005

OM

Exp Estimated average burden

hours per response . . 16.00

SEC USE ONLY **Prefix** Serial

Name of Offering	te change.)
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Type of Filing: New Filing Amendment	Rule 506 Section 4(6) ULOE
A. BASIC IDENTIFICATION	DATA TETTER SET SET OF THE PERSON OF THE PER
1. Enter the information requested about the issuer	
Name of Issuer check if this is an amendment and name has changed, and indicate	change.)
OEI MAC Inc.	.
Address of Executive Offices (Number and Street, City, State, Zip	Code) Telephone Number (Including Area Code)
P. O. Box 309, George Town, Cayman Islands, BWI	(345) 949-8066
Address of Principal Business Operations (Number and Street, City, State, Zip of Number and Street, City, State, City, Sta	Code) Telephone Number (Including Area Code)
(If different from Executive Offices)	PROCESSEI
Brief Description of Business	Securico Agi
Driveto investment commony	1 DEC 0 4 2003
Private investment company	DEC d & 20013
	THOMSON
	FINANCIAL
Type of Business Organization	A company incorporated
corporation limited partnership, already formed	with limited liability under
	other (please specify): Cayman Islands law
business trust limited partnership, to be formed	
Month Year	
Actual or Estimated Date of Incorporation or Organization: 1 1 0 1	Actual Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbrev	' ' '
CN for Canada; FN for other foreign jurisd	iction)

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.(

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities ar Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on whic it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereb the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be file with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULO and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notic shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (6/02)

1 of

2. Enter the information i	requested for the following	lowing:			
☐ Each promoter of t	he issuer, if the issu	er has been organized within the	he past five years;		
Each beneficial ow	ner having the power	er to vote or dispose, or direct	the vote or disposition of, 10%	% or more of a class	of equity securities of the issue
☐ Each executive off	icer and director of	corporate issuers and of corpor	rate general and managing par	tners of partnership	issuers; and
	nanaging partner of	-			·
Check Box(es) that Apply		Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name firs	t, if individual)				
Odey Asset Manageme	,				
Business or Residence Ad	dress (Number and S	Street, City, State, Zip Code)			
12 Upper Grosvenor St	treet, London W1K	2ND, England			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name firs	t, if individual)				
Ennis, Frank					
Business or Residence Ade	dress (Number and S	Street, City, State, Zip Code)			
P. O. Box 309, George	Town, Cayman Is	lands, BWI			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first	t, if individual)				
Guyett, Brian					
Business or Residence Add	dress (Number and S	Street, City, State, Zip Code)			
P. O. Box 309, George	Town, Cayman Is	ands, BWI	 		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director.	General and/or Managing Partner
Full Name (Last name first	t, if individual)				
Batten, Simon					······
		street, City, State, Zip Code)			
P. O. Box 309, George	Town, Cayman Isi	ands, BWI	 		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director •	General and/or Managing Partner
Full Name (Last name first	, if individual)	•			
Helm, David		·		7	·
Business or Residence Add	lress (Number and S	treet, City, State, Zip Code)	٠.		
P. O. Box 309, George	Town, Cayman Isl	ands, BWI			<u> </u>
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first	, if individual)				
Fletcher, David					
		treet, City, State, Zip Code)			
P. O. Box 309, George	Town, Cayman Isl	ands, BWI			
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first	, if individual)		 		
Odey, Crispin					
Business or Residence Add	lress (Number and S	treet, City, State, Zip Code)			
P. O. Box 309, George	Town, Cayman Isl	ands, BWI			

2. Enter the information re	quested for the foll	owing:			
Each promoter of the	e issuer, if the issue	er has been organized within the	ne past five years;		
Each beneficial own	er having the powe	r to vote or dispose, or direct t	the vote or disposition of, 10%	% or more of a class	of equity securities of the issue
☐ Each executive office	er and director of c	orporate issuers and of corpor	ate general and managing par	tners of partnership	issuers; and
☐ Each general and ma	maging partner of p	partnership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Hendry, Hugh		·			
Business or Residence Adda	ess (Number and S	treet, City, State, Zip Code)			
P. O. Box 309, George 7	own, Cayman Isl	ands, BWI	<u> </u>		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Macaskie, Patrick				· · · · · · · · · · · · · · · · · · ·	
Business or Residence Adda	ess (Number and S	treet, City, State, Zip Code)			
P. O. Box 309, George 1	own, Cayman Isl	ands, BWI			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, Griffiths, Alex	if individual)				
Business or Residence Addr	ess (Number and S	treet, City, State, Zip Code)			
P. O. Box 309, George T	own, Cayman Isl	ands, BWI			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, Al-chalabi, Feras	if individual)				
Business or Residence Addr	ess (Number and S	treet, City, State, Zip Code)			
P. O. Box 309, George 7					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Latham, Mark	• •				
Business or Residence Addr	ess (Number and S	treet, City, State, Zip Code)			
P. O. Box 309, George T	own, Cayman Isla	ands, BWI	·		
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, Sandler, Andrew	if individual)				·
Business or Residence Addr	ess (Number and S	treet City State Zin Code)			
P. O. Box 309, George T	-				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
King, Andrew					
Business or Residence Addr	ess (Number and St	reet, City, State, Zip Code)			
P. O. Box 309, George T	-	•			

2. Enter the information re-	quested for the foll	owing:			
☐ Each promoter of the	e issuer, if the issue	er has been organized within the	ne past five years;		
Each beneficial own	er having the powe	r to vote or dispose, or direct	the vote or disposition of, 10%	% or more of a class	of equity securities of the issue
☐ Each executive offic	er and director of c	orporate issuers and of corpor	rate general and managing par	tners of partnership	issuers; and
Each general and ma	naging partner of p	partnership issuers.			<u> </u>
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, Sanders, Claire	if individual)				
Business or Residence Addr	ess (Number and S	treet, City, State, Zip Code)		· · · · · · · · · · · · · · · · · · ·	
P. O. Box 309, George T	own, Cayman Isl	ands, BWI			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Arengo-Jones, Tim					·
Business or Residence Addr	ess (Number and S	treet, City, State, Zip Code)			
P. O. Box 309, George T	own, Cayman Isl	ands, BWI	. 		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addr	ess (Number and S	treet, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addre	ess (Number and S	treet, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	f individual)				
Business or Residence Addre	ess (Number and S	treet, City, State, Zip Code)		·····	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ess (Number and S	treet, City, State, Zip Code)	 		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ess (Number and Si	treet, City, State, Zip Code)			
		······································		<u></u>	

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	Yes	No V
Answer also in Appendix, Column 2, if filing under ULOE.		
2. What is the minimum investment that will be accepted from any individual? *100,000 Euros or the equivalent in US \$ or Pounds Sterling. 3. Does the offering permit joint ownership of a single unit?	\$ Yes ☑	No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
Full Name (Last name first, if individual)		
Issuer may engage NASD member broker-dealers to offer the securities.		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Name of Associated Broker or Dealer		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers		
(Check "All States" or check individual States)	☐ All S	States
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L[RI] L[SC] L[SD] L[TN] L[TX] L[UT] L[VT] L[VA] L[WA] L[WV] L[WI] L[WI]	<u>Y] L</u>	[PR]
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Name of Associated Broker or Dealer		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers		
(Check "All States" or check individual States)		States
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [H	ŋ [[ID]
\square [IL] \square [IN] \square [IA] \square [KS] \square [KY] \square [LA] \square [ME] \square [MD] \square [MA] \square [MI] \square [MN] \square [MI]][MO
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	<u> </u>] [PR]
During a Duridge Address Addre		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Name of Associated Broker or Dealer		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers		
(Check "All States" or check individual States)] All S	States
	r) [] [ID]][MC
		PA]
IRII ISCI ISDI ITNI ITXI ITXI IVTI IVAI IWAI IWAI IWAI IWAI		[PR

if a	ter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" inswer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the colns below the amounts of the securities offered for exchange and already exchanged.		,		
	Type of Security	Aggre Offering			amount eady Sold
	Debt	\$		\$	
	Equity	\$ 1,000,0	*00,000	\$ 9,1	25,395
	Convertible Securities (including warrants)	\$		\$	
	Partnership Interests	\$		\$	·
	Other (Specify)	\$		\$ <u></u>	
	Total	\$ 1,000,00	00,000*	\$ <u>9,1</u> 2	25,395
	Answer also in Appendix, Column 4, if filing under ULOE.				
agg pur	ter the number of accredited and non-accredited investors who have purchased securities in this offering and the gregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have chased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" 'zero."	Numl	er		ggregate ar Amount
		Invest			Purchases
	Accredited Investors	3		\$ <u>9,12</u>	25,395
	Non-accredited Investors			\$	
	Total (for filings under Rule 504 only)			\$	
	Answer also in Appendix, Column 4, if filing under ULOE.				
issı	his filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the ter, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this ering. Classify securities by type listed in Part C - Question 1.				
	Type of Offering	Type Secur		Dolla	ar Amount Sold
	Rule 505			\$	
	Regulation A			\$	
	Rule 504			\$	
	Total			\$	
be ;	Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this urities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and ck the box to the left of the estimate.				
	Transfer Agent's Fees			\$	-
	Printing and Engraving Costs		v	\$ 1	,000
	Legal Fees		V		3,500
	Accounting Fees			\$	
	Engineering Fees			<u> </u>	
	Sales Commissions (specify finders' fees separately)			<u> </u>	**
				¢	
	Other Expenses (identify)			ф —	
	Total	• • • • • •	V.	\$9	,500

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^{*} Estimated for purposes of Form D. There is no set maximum offering amount.
** Up to a 5% sales commission may be paid to NASD member broker-dealers.

	b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		·		\$ 999,990,500
i.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.		·		
			Payment to Officers, Directors, & Affiliates		Payments to Others
	Salaries and fees		\$		\$
	Purchase of real estate		\$		\$
	Purchase, rental or leasing and installation of machinery and equipment		\$		\$
	Construction or leasing of plant buildings and facilities		\$		\$
	Acquisition of other businesses (including the value of securities involved in this offering that	\Box	er		e e
	may be used in exchange for the assets or securities of another issuer pursuant to a merger)		5		3
	Repayment of indebtedness Working capital		\$		2
	* *		5		\$
	Other (specify): Investments in securities and financial instruments	Ц	\$	~	\$ 999,990,500
			\$		c
	Column Totals		s		\$ 999,990,500
	Total Payments Listed (column totals added)	ب	▼	ىت .999,990	
			<u> </u>		
	D. FEDERAL SIGNATURE			ere pro-	
on	issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this noti stitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.	ice is f	iled under Rule 505, t n request of its staff,	he follow the infor	ring signature mation furnished
	the issuer to any non-accredited investor pursuant to puragraph (0/(2) or fettle 502.				·
ssu	ner (Print or Type) Signature	Da	te ·	. <u> </u>	
		Da	te 25/14/07		
DE	ner (Print or Type) Signature	Da	16 15/14/07		
OE ar	er (Print or Type) Signature El MAC Inc.	Da	te 25/14/07		
OE ar	ner (Print or Type) Signature El MAC Inc. Title of Signer (Print or Type)	Da	te 25/u/07		
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